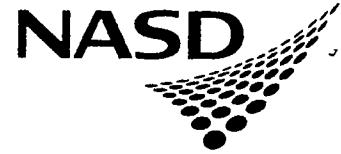


NASD
NOTICE OF ACCEPTANCE OF AWC

Certified, Return Receipt Requested



TO: Mr. Anthony O. DeGregorio, Sr.
168 Hope Road
Tinton Falls, New Jersey 07724

FROM: NASD, District No. 9 NJD
581 Main Street, 7th Floor
Woodbridge, NJ 07095

DATE: December 28, 2005

RE: Notice of Acceptance of Letter of Acceptance, Waiver and Consent No. E9B2004018801

Please be advised that your above-referenced Letter of Acceptance, Waiver and Consent ("AWC") has been accepted by NASD's National Adjudicatory Council ("NAC") Review Subcommittee, or by the Office of Disciplinary Affairs on behalf of the NAC pursuant to NASD Rule 9216. A copy of the AWC is enclosed herewith and contains the correction of a typographical error on page 3 (the extra words "sales of" were deleted from the Rule 3040 paragraph).

You are again reminded of your obligation, if currently registered, immediately to update your registration (Uniform Application for Securities Industry Registration or Transfer) ("Form U-4") to reflect the conclusion of this disciplinary action. Additionally, you must also notify NASD in writing of any change of address or other changes required to be made to your Form U-4. Please also note that this disciplinary action may change and/or advance the date by which you must complete your continuing education.

You will be notified by Registration and Disclosure Department regarding sanctions. Please be advised that the bar is effective immediately.

If you have any questions concerning this matter, please call the undersigned at (732) 596-2078.

A handwritten signature in black ink, appearing to read "Jonathan M. Prytherch".

Jonathan M. Prytherch
Regional Attorney

Enclosure

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NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E9B2004018801

TO: Department of Enforcement
NASD

RE: Anthony Otto DeGregorio, Sr., Respondent
CRD No. 64093

Pursuant to Rule 9216 of NASD Code of Procedure, Anthony Otto DeGregorio, Sr. ("DeGregorio"), submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against me alleging violations based on the same factual findings.

I understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and
 - d. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any allegation in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects my testimonial obligations or right to take

legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

DeGregorio first entered the securities industry in February 1969 as a registered representative of a former member firm. From February 18, 1999 through September 23, 2003, DeGregorio was registered with NASD through former member firm Ameriprop, Inc., as a General Securities Representative and Principal. Most recently, DeGregorio was registered with NASD through member firm Steven L. Falk and Associates Inc., from October 15, 2003 through March 29, 2005 as a General Securities Representative and Principal. DeGregorio is not currently associated with any NASD member firm.

On March 1, 2005, DeGregorio's registration was suspended for failing to comply with an arbitration award and for failing to satisfactorily respond to NASD's request for information concerning the status of compliance with that award. In October 2005, DeGregorio settled that arbitration award.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- B. To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

I further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

II.

ACCEPTANCE AND CONSENT

A. I hereby accept and consent, without admitting or denying the allegations or findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by NASD:

- From in or about October 2001 through in or about January 2002, DeGregorio, while registered with Ameriprop, Inc., recommended that customer MR purchase private placements of speculative securities without having a reasonable basis for believing that the recommendations were suitable based upon MR's investment objectives, financial situation and needs. By reason of the foregoing, DeGregorio violated NASD IM-2310-2 and NASD Conduct Rules 2310 and 2110.
- From in or about October 2001 through in or about September 2003, DeGregorio participated in private securities transactions without providing prior written notice to, or receiving written acknowledgement from, his employer member firm, Ameriprop. Specifically, DeGregorio participated in the purchases and sales of \$497,075 worth of securities in an on-line account for customer MR. By reason of the foregoing, DeGregorio violated NASD Conduct Rules 3040 and 2110.

B. I also consent to the imposition, at a maximum, of the following sanctions:

- A bar from association with any member of NASD in any capacity.

The sanctions imposed herein shall be effective on a date set by NASD staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

III.

OTHER MATTERS

I understand that if I am barred or suspended from associating with any NASD member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

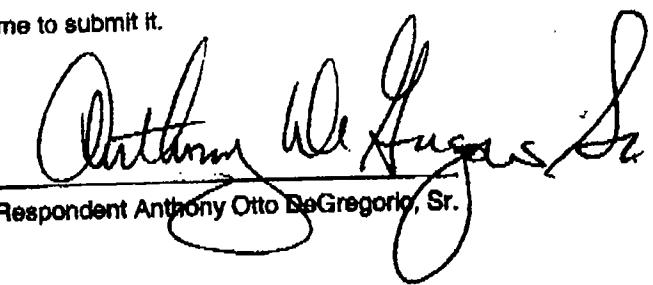
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other

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than the terms set forth herein, has been made to induce me to submit it.

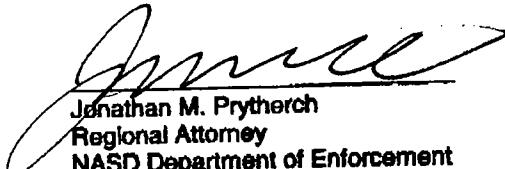
12/9/05
Date


Respondent Anthony Otto DeGregorio, Sr.

Accepted by NASD:

12/28/05
Date

Signed on behalf of the
Director of ODA, by delegated authority


Jonathan M. Prytherch
Regional Attorney
NASD Department of Enforcement
581 Main Street, 7th Floor
Woodbridge, NJ 07095
Tel: (732) 596-2078
Fax: (202) 721-6571

NASD District Director
Gary K. Liebowitz
Senior Vice-President
NASD, District 9B
581 Main Street, 7th Floor
Woodbridge, New Jersey 07095
Tel: (732) 596-2000